

File first

RECORDATION NO. 10770-F Filed 1425
DEC 14 1979 - 1 15 PM

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No. 9-343A008 DEC 14 1979 - 1 15 PM
Date DEC 14 1979
Fee \$ 20.00 INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Lease of Equipment dated as of April 6, 1979 between San Francisco Financial No. III, Lessor, and the Western Pacific Railroad Company, Lessee

Dear Sir:

Enclosed herewith for filing pursuant to 49 U.S.C. § 11303 is Supplement No. 2 to the Security and Loan Agreement dated as of August 1, 1979 among San Francisco Financial No. III, First Security Bank of Utah, N.A., and General American Life Insurance Company.

Please file this Supplement No. 2 to the Security and Loan Agreement under Recordation No. 10770-F.

The parties to the transaction are:

Lessor: San Francisco Financial No. III, a partnership, c/o Steiner Sea, Air & Rail Co.
Spear Street Tower - Suite 2510
One Market Plaza
San Francisco, California 94105

Lender: General American Life Insurance Company
700 Market Street
St. Louis, Mo. 63101

Secured Party: First Security Bank of Utah, N.A.
(for the Corporate Trust Department
Lender) 79 South Main Street
Salt Lake City, Utah 84111

The railroad rolling stock covered by Supplement No. 2 to Security and Loan Agreement is:

30 bi-level auto racks and 2 tri-level auto racks which have been affixed to leased Trailer Train flatcars and which bear the following Manufacturer Serial Numbers, Lessee Road Numbers and Trailer Train Flatcar Numbers.

Counselor General

The 30 bi-level auto racks were covered by Supplement No. 1 (Recordation No. 10770-D, September 26, 1979), but the Lessee Road Numbers of said auto racks have been changed as indicated herein from series WPB 701-730 to series WPB 501-530.

30 Bi-Level Auto Racks
Manufacturer: Whitehead & Kales

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68965-68966	WP B-501	TTBX 910319
68967-68968	B-502	930117
68969-68970	B-503	930553
68971-68972	B-504	910415
68973-68974	B-505	910590
68975-68976	B-506	910211
68977-68978	B-507	912947
68979-68980	B-508	930518
68981-68982	B-509	911301
68983-68984	B-510	911660
68985-68986	B-511	911730
68987-68988	B-512	912007
68989-68990	B-513	913310
68991-68992	B-514	910162
68993-68994	B-515	930183
68995-68996	B-516	912773
68997-68998	B-517	910898
68999-69000	B-518	910594
69001-69002	B-519	911804
69003-69004	B-520	930207
69005-69006	B-521	910423
69007-69008	B-522	910679
69009-69010	B-523	911760
69011-69012	B-524	910884
69013-69014	B-525	911805
69015-69016	B-526	910876
69017-69018	B-527	910875
69019-69020	B-528	930149
69021-69022	B-529	930737
69023-69024	B-530	930746

2 Tri-Level Auto Racks
Manufacturer: Whitehead & Kales

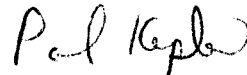
<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
69069-69070	WP R-553	ETTX 901345
69071-69072	R-554	903598

The original Security and Loan Agreement was recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 under recordation number 10770-C on August 28, 1979 at 12:20 P.M.

Please record one original of each document and stamp the other four copies and the copy of this letter enclosed herewith with the recordation date and return such copies of Allen H. Harrison, Esq. of the law firm of Wilmer & Pickering, 1666 K Street, N.W., Washington, D.C., 20006.

A check is enclosed in payment of the applicable recording fee.

Very truly yours

A handwritten signature in cursive script, appearing to read "Paul Kepler".

Paul C. Kepler, President
Steiner Sea, Air & Rail Co.
Managing Partner of San Francisco
Financial No. III

Interstate Commerce Commission
Washington, D.C. 20423

12/14/79


OFFICE OF THE SECRETARY

Paul C. Kepler, Pres.
Spear Street Tower-Suite 2510
One Market Plaza
San Francisco, Calif. 94105

Dear
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/14/79 at 1:15pm, and assigned re-recording number(s). 10770-F & 10770-G

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 10770-f
FILE 1425

DEC 14 1979 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2 TO SECURITY
AND LOAN AGREEMENT

THIS SUPPLEMENT NO. 2 TO SECURITY AND LOAN AGREEMENT dated as of August 1, 1979 among San Francisco Financial No. III (the "Debtor"), a partnership composed of Steiner Sea, Air & Rail Co., a Utah corporation, and AUCO Leasing Co., a Utah corporation; First Security Bank of Utah, N.A. (the "Secured Party") as Security Trustee for General American Life Insurance Company (the "Lender"); and the Lender,

WHEREAS, the Debtor, the Secured Party and the Lender have entered into a Security and Loan Agreement dated as of July 1, 1979 (the "Agreement"); and

WHEREAS, the parties desire to add additional Equipment to such Agreement and to change the Lessee Road Numbers of the 30 bi-level auto racks added to the Agreement by Supplement No. 1 to Security and Loan Agreement.

NOW THEREFORE, the parties do hereby amend Equipment Schedule B to the Agreement.

EQUIPMENT SCHEDULE B
THE WESTERN PACIFIC RAILROAD COMPANY LEASE

30 Bi-Level Auto Racks
Manufacturer: Whitehead & Kales

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
68965-68966	WP B-501	TTBX 910319
68967-68968	B-502	930117
68969-68970	B-503	930553
68971-68972	B-504	910415
68973-68974	B-505	910590
68975-68976	B-506	910211
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68987-68988	B-512	912007
68989-68990	B-513	913310
68991-68992	B-514	910162
68993-68994	B-515	930183
68995-68996	B-516	912773
68997-68998	B-517	910898
68999-69000	B-518	910594
69001-69002	B-519	911804
69003-69004	B-520	930207
69005-69006	B-521	910423
69007-69008	B-522	910679
69009-69010	B-523	911760
69011-69012	B-524	910884
69013-69014	B-525	911805
69015-69016	B-526	910876
69017-69018	B-527	910875
69019-69020	B-528	930149
69021-69022	B-529	930737
69023-69024	B-530	930746

2 Tri-Level Auto Racks
Manufacturer: Whitehead & Kales

<u>Manufacturer Serial Numbers</u>	<u>Lessee Road Numbers</u>	<u>Trailer Train Flatcar Numbers</u>
69069-69070	WP R-553	ETTX 901345
69071-69072	R-554	903598

Aside from the above additions and amendments to Equipment Schedule B, all other provisions of the Agreement shall remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

[SEAL]

FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity,
but solely as Security Trustee
for the Lender

Attest:

Title:

TRUST ADMINISTRATOR

[SEAL]

By

Authorized Officer

Attest:

Title:

[SEAL]

By

GENERAL AMERICAN LIFE INSURANCE
COMPANY

Attest:

Title:

By

Authorized Officer
Vice President and Treasurer

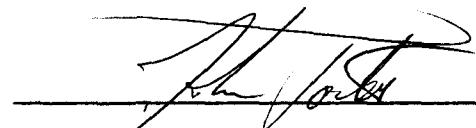
STATE OF UTAH

CITY AND COUNTY OF SALT LAKE

)
)
)

ss.

On this 27th day of November, 1979,
before me personally appeared FUCHIA D. EICHERS, to me
personally known, who, being by me duly sworn, says that he
is an authorized officer of FIRST SECURITY BANK OF UTAH,
N.A., that one of the seals affixed to the foregoing instru-
ment is the corporate seal of said association, that said
instrument was signed and sealed on behalf of said associa-
tion by authority of its Board of Directors, and he acknow-
ledged that the execution of the foregoing instrument was
the free act and deed of said association.



Notary Public

[Notarial Seal]

My Commission expires:

9-7-82

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

On this 28th day of November, 1979,
before me personally appeared WILLIAM R. MEAD, to
me personally known, who, being by me duly sworn, says that
he is the VICE PRESIDENT & TREASURER of GENERAL AMERICAN LIFE
INSURANCE COMPANY, that the seal affixed to the foregoing
instrument is the corporate seal of said corporation and
that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instrument
was a free act and deed of said corporation.

Kenneth Day
Notary Public

[NOTARY SEAL]

My Commission expires:

KENNETH DELF
NOTARY PUBLIC STATE OF MISSOURI
ST LOUIS CO.
MY COMMISSION EXPIRES AUG. 8 1982
ISSUED THRU MISSOURI NOTARY ASSOC.

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

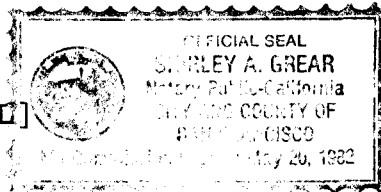
)
)
)
ss.

On this 30 day of November, 1979,
before me personally appeared Paul Kepler, to
me personally known, who, being by me duly sworn, says that
he is an authorized officer of STEINER SEA, AIR & RAIL CO.,
that one of the seals affixed to the foregoing instrument is
the corporate seal of said association, that said instrument
was signed and sealed on behalf of said association by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of said association.

Shirley A. Grear

Notary Public

[NOTARIAL SEAL]



My Commission expires:

May 20, 1982